

EXHIBIT A-3

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Robert Springer, *et al.*,

Plaintiffs,

-v-

Code Rebel Corporation, *et al.*,

Defendants.

Case No. 16-cv-3492 (AJN)

CLASS ACTION

District Judge Alison J. Nathan

SUMMARY NOTICE OF PENDENCY AND
PROPOSED CLASS ACTION SETTLEMENT

**TO: ALL PERSONS WHO PURCHASED CODE REBEL CORPORATION
SECURITIES FROM MAY 19, 2015 THROUGH MAY 12, 2017 INCLUSIVE.**

YOU ARE HEREBY NOTIFIED, pursuant to an Order of the United States District Court for the Southern District of New York, that a hearing will be held on _____, 2017, at ____:____m. before the Honorable Alison J. Nathan, United States District Judge of the Southern District of New York, 40 Foley Square, Courtroom 906, New York, New York 10007, for the purpose of determining: (1) whether the proposed Settlement of the claims in the above-captioned Action for consideration including the sum of \$1,000,000 to the Settlement Class should be approved by the Court as fair, reasonable, and adequate; (2) whether the proposed plan to distribute the Settlement proceeds is fair, reasonable, and adequate; (3) whether the application of Plaintiffs' Counsel for an award of attorneys' fees of up to one-third of the Class Settlement Amount (\$333,333.33), reimbursement of expenses of not more than \$30,000, and an incentive payment of no more than \$2,000 in aggregate, or \$1,000 each, to Plaintiffs, should be

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approved; and (4) whether this Action should be dismissed with prejudice as set forth in the Settlement Agreement and Release dated May 12, 2017 (the “Agreement”).

If you purchased Code Rebel Corporation (“Code Rebel”) securities during the period from May 19, 2015 through May 12, 2017, both dates inclusive (the “Settlement Class Period”), your rights may be affected by this Settlement, including the release and extinguishment of claims you may possess relating to your ownership interest in Code Rebel securities. If you have not received a detailed Notice of Pendency and Proposed Settlement of Class Action (“Notice”) and a copy of the Proof of Claim and Release Form, you may obtain copies by writing to or calling Code Rebel Corporation Securities Litigation, c/o Strategic Claims Services, 600 N. Jackson St., Ste. 3, P.O. Box 230, Media, PA 19063; (Tel) (866) 274-4004; (Fax) (610) 565-7985; info@strategicclaims.net, or going to the website, www.strategicclaims.net. If you are a member of the Settlement Class, in order to share in the distribution of the Net Settlement Fund, you must submit a Proof of Claim and Release Form postmarked no later than _____, 2017 to the Claims Administrator, establishing that you are entitled to recovery. Unless you submit a written exclusion request, you will be bound by any judgment rendered in the Action whether or not you make a claim.

If you desire to be excluded from the Settlement Class, you must submit to the Claims Administrator a request for exclusion so that it is received no later than _____, 2017, in the manner and form explained in the Notice. All members of the Settlement Class who have not requested exclusion from the Settlement Class will be bound by any judgment entered in the Action pursuant to the Agreement.

Any objection to the Settlement, Plan of Allocation, or Plaintiffs’ Counsel’s request for an award of attorneys’ fees and reimbursement of expenses and award to Plaintiffs must be in the

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manner and form explained in the detailed Notice and received no later than _____,

2017, to each of the following:

Clerk of the Court
United States District Court
Southern District of New York
500 Pearl Street
New York, New York 10007

CLASS COUNSEL

Laurence M. Rosen, Esq.
Phillip Kim, Esq.
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114 West 47th Street
New York, NY 10036

COUNSEL FOR JEOFFREY L. BURTCH, CHAPTER 7 TRUSTEE FOR THE ESTATE OF CODE REBEL CORPORATION

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Mark E. Felger
COZEN O'CONNOR
45 Broadway, Suite 1600
New York, NY 10006

If you have any questions about the Settlement, you may call or write to Class Counsel:

Laurence M. Rosen, Esq.
Phillip Kim, Esq.
THE ROSEN LAW FIRM, P.A.
275 Madison Avenue, 34th Floor
New York, NY 10016

Jeremy A. Lieberman, Esq.
Joseph A. Hood, II, Esq.
Justin S. Nematzadeh, Esq.
POMERANTZ LLP
600 Third Avenue, 20th Floor
New York, NY 10016

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING
THIS NOTICE.**

Dated: _____, 2017

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK